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Federal Communications Commission
Office of the Secretary

September 23, 2009

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Marlene H. Dortch, Secretary
Federal Communications Commission
445 – 12th Street, S.W.
Washington, D.C. 20554

Re: WC Docket No. 09-164
File Nos. ITC-T/C-20090826-00396/-00397/-00398
Applications for Consent to Transfer Control of
Interstate FiberNet, Inc., DeltaCom, Inc., and Business Telecom, Inc., from
Welsh, Carson, Anderson & Stowe VIII, L.P. to ITC^DeltaCom, Inc.

Dear Ms. Dortch:

In connection with the above referenced applications (the "Applications") for consent to the transfer of control of the Section 214 Domestic and International Authorizations held by Interstate FiberNet, Inc. ("IFN"), DeltaCom, Inc. ("DeltaCom") and Business Telecom, Inc. ("BTI," and collectively with IFN and DeltaCom, the "ITC Subsidiaries") from Welsh, Carson, Anderson & Stowe VIII, L.P. ("WCAS") to ITC^DeltaCom, Inc. ("ITCD"), this submission provides confirmation of the following information.

1. ITCD is a holding company which does not directly provide telecommunications services; such services are provided by subsidiaries.
2. WCAS and Tennenbaum Capital Partners LLC ("Tennenbaum"), and their respective entities holding an indirect interest in the ITC Subsidiaries, were asked to identify all of their respective (direct or indirect) 10% or greater equity holdings in any other entities holding (directly or indirectly) authorization from the FCC under Section 214 of the Communications Act. The Applications list the only such identified other interests: in the case of WCAS, an approximately 17 percent interest in Centennial Communications Corporation ("Centennial"); in the case of Tennenbaum, a proposed interest in Integra Telecom Holdings, Inc., Eschelon Telecom, Inc., Electric Lightwave, LLC and other subsidiaries of Integra Telecom Holdings, Inc. (collectively, "Integra"). In recent applications

before the International Bureau of the FCC, Centennial and Integra have requested classification as “non-dominant” carriers pursuant to Section 63.10 of the Commission’s Rules. *See* File No. ITC-ASG-20090630-00309 (Centennial); File Nos. ITC-T/C-20090722-00343/-00345/-00346 (Integra). Domestically, Centennial is understood to be a non-dominant carrier, and in any event provides local exchange services only in Puerto Rico, where the ITC Subsidiaries do not provide local exchange or exchange access services; Integra states, *see* WC Docket No. 09-136, that it has less than a 10 percent market share in the interstate, interexchange marketplace and provides only competitive telephone exchange services or exchange access service, except for a few exchanges in Minnesota, which is also a territory where the ITC Subsidiaries do not provide local exchange or exchange access services.

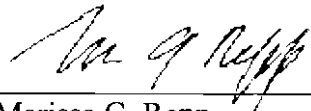
3. As noted at Attachment 2 to the Applications, IFN is a provider of wholesale fiber optic transmission, commonly known as a carrier’s carrier. IFN’s geographic service area is Alabama, Florida, Georgia, Louisiana, Mississippi, New Jersey, New York, North Carolina, Pennsylvania, South Carolina, Tennessee, Texas and Virginia. Moreover, IFN is certified as an interexchange carrier in Alabama, Florida, Georgia, Louisiana, Mississippi, New York, South Carolina and Texas.
4. The Applications stated: (1) “BTI is currently authorized to provide competitive local exchange services in over 20 states”; and (2) “Business Telecom, Inc. (“BTI”) is a provider of integrated telecommunications services primarily in the southeastern United States; it provides competitive local exchange or exchange access service in: Alabama, Delaware, District of Columbia, Florida, Georgia, Kentucky, Louisiana, Maryland, Mississippi, North Carolina, New Jersey, New York, Pennsylvania, South Carolina, Tennessee, Texas, Virginia and West Virginia.” Both statements are correct – besides being certificated for competitive local exchange services in the foregoing listed states, BTI is also certificated in three states (Arkansas, Kansas and Oklahoma) where it does not currently provide competitive local exchange service.
5. As noted in Attachment 1 to the Applications, Tennenbaum, as investment advisor, will have the power to vote and dispose of ITCD common stock representing approximately 15.5 percent of the outstanding voting power of ITCD, *following* the transfer of control that is the subject of the Applications. The pre-transfer percentage of ITCD common stock held by the Tennenbaum funds is approximately 15.6 percent (12,634,285 shares out of 80,867,040 total outstanding shares as of May 7, 2009). As noted in Attachment 1 to the Applications, WCAS holds approximately 50.4% of the outstanding voting shares of ITCD common stock (as of March 31, 2009). It is anticipated that in November 2009, WCAS’s voting interest will be below the 50% threshold, to approximately 49.8%, as a result of dilution caused by the issuance and vesting of

equity-based compensation awarded to various ITCD employees pursuant to ITCD's stock incentive plans. Immediately post-transfer, no other entity or individual is expected to have a 10 percent or greater direct or indirect voting or equity interest in ITCD.

6. Attachment 1 to the Applications states that the following funds hold stock in ITCD: Special Value Absolute Return Fund, LLC ("SVAR"); Special Value Continuation Partners, LP ("SVCP"); Tennenbaum Opportunities Partners V, LP ("TOP V"), and that, by reason of the position of Tennenbaum as the investment advisor to SVAR, SVCP, and TOPV, Tennenbaum has the power to vote and dispose of the common stock of ITCD held by SVAR, SVCP and TOPV. Tennenbaum has confirmed that all the foregoing entities are organized under the laws of the State of Delaware.

Respectfully submitted,

HOGAN & HARTSON L.L.P.

By: 
Marissa G. Repp

Attorneys for ITC^Deltacom, Inc.

cc: Jodie May, FCC
Sumita Mukhoty, FCC



**The FCC Acknowledges Receipt of Comments From ...
ITC^DeltaCom, Inc.
...and Thank You for Your Comments**

Your Confirmation Number is: '2009923266281 '

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Docket: 09-164

Number of Files Transmitted: 1

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